MON-PUBLIC

13FCONFIDENTIAL TREATMENT 5/11/06

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OFFICE OF THE SECRETARY

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2005

•		
Check here if Amendment []: Amendment		
This Amendment (Check only one.):] is a restatement.] adds new holdings	
L		///////////////////////////////////////
Institutional Investment Manager Filing this	Report:	05077047
Name: Davidson Kempner Capital I	Vancament II C	
Name: Davidson Kempner Capital Maddres: 885 Third Avenue, Suite 3300	Vianagement LLC Vy	(14)
New York, NY. 10022		REAR
		MEN
Form 13F File Number: <u>28-4666</u>		W/ EVa.
The institutional investment manager filing signed hereby represent that the person signithat all information contained herein is true, understood that all required items, statement	correct and complete, ar	ed to submit it, and that it is
integral parts of this form.	s, schedules, lists, and ta	!
Person Signing this Report on Behalf of Rep	orting Manager:	
Name: Timothy I. Levart		V PROCES
Title: Secretary		
Phone: 212-446-4020		AUG 0 1 20ne
Signature, Place, and Date of Signing:		7 PROCESSED AUG 0 1 2006 THOMSON
Signature, I face, and Date of Signing.		Financial
	NY , NY	<u>11/11/05</u>
[Signature]	[City, State]	[Date]
Report Type {Check only one.):		

[X] 13 F HOLDINGS REPORT. {Check here if all holdings of this reporting manager are

[] 13F NOTICE. {Check here if no holdings reported are in this report, and all holdings

reported in this report.}

are reported by other reporting manager (s).}



Form 13 F SUMMARY PAGE

Report Summary.	
Number of Other Included Managers	0
Form 13 F Information Table Entry Total:	:11
Form 13 F Information Table Value Total	: <u>\$722,215</u> (thousands)
List of Other Included Managers:	
• • • • • • • • • • • • • • • • • • • •	nd Form 13 F file number (s) of all institutional this report is filed, other than the manager filing
{If there are no entries in this list, state "N entries.}	NONE" and omit the column headings and list
Form 13 F File Number	Name
[Repeat as necessary.]	

CONFIDENTIAL TREATMENT

[] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager (s).)
List of Other Managers Reporting for this Manager: [If there are no entries in this list, omit this section.]
Form 13F File Number Name
28
[Repeat as necessary]

CONFIDENTIAL TREATMENT REQUESTED
FORM 13F INFORMATION TABLE
REPORT DATE: 9/30/2005
REPORTING MANAGER: DAVIDSON KEMPNER CAPITAL MANAGEMENT LLC

	Title of		Value	Shares/		/ Investment	Other	Votin	Voting Authority	
Issuer	Class	CUSIP	* \$1000.00	PRN Amount	PRN CALL		Managers	Sole	Shared	None
AMEGY BANCORP	CS	02343R102	21,294.02	940,964.00	HS	SOLE		940,964.00		
HUDSON UNITED BANCORP	CS	444165104	26,195.08	618,100.00	SH	SOLE		618,100.00		
IVAX CORP	CS	465823102	64,813.10	2,459,700.00	SH	SOLE		2,459,700.00		
MBNA CORP	CS	55262L100	162,148.45	6,580,700.00	SH	SOLE	-	6,580,700.00		
MCI INC	CS	552691107	123,042.72	4,848,019.00	SH	SOLE		4,848,019.00		
MAYTAG CORP	CS	578592107	3,653.01	199,400.00	HS	SOLE		199,400.00		
PUBLIC SVC ENTERPRISE	CS	744573106	54,172.75	842,500.00	SH	SOLE		842,500.00		
PACIFIC HEALTH SYSTEMS W/UNH	S	695112102	16,793.69	210,500.00	SH	SOLE		210,500.00		
RENAL CARE GROUP INC	CS	759930100	100,266.90	2,122,500.00	SH	SOLE	•	2,122,500.00		
AT&T CORP	CS	001957505	106,853.68	5,391,205.00	SH	SOLE		5,391,205.00		
WESTCORP	CS	957907108	42,981.84	729,000.00	SH	SOLE		729,000.00		
			722.215.23							